

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re ProAir Holdco, LLC Debtor. ¹	Chapter 7 Case No. 22-11194 (LSS)
In re ProAir Intermediate Holdco, LLC Debtor.	Chapter 7 Case No. 22-11195 (LSS)
In re ProAir, LLC Debtor.	Chapter 7 Case No. 22-11196 (LSS)
In re American Cooling Technology, LLC Debtor.	Chapter 7 Case No. 22-11197 (LSS)

¹ The Debtors in the above captioned Chapter 7 Cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: ProAir Holdco, LLC (1960), ProAir Intermediate Holdco, LLC (3331), ProAir, LLC (8392), American Cooling Technology, LLC (7742), Bus Air, LLC (8627) and Evans Tempcon Delaware, LLC (8229). The Debtors' principal place of business is 2900 County Road 6 West, Elkhart, IN 46514.

In re Bus Air, LLC Debtor.	Chapter 7 Case No. 22-11198 (LSS)
In re Evans Tempcon Delaware, LLC Debtor.	Chapter 7 Case No. 22-11198 (LSS)

**NOTES PERTAINING TO DEBTOR’S SCHEDULES
AND ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

These notes (the “Notes”) relate to the Schedules of Assets and Liabilities (collectively, the “Schedules”) and the Statements of Financial Affairs (collectively, the “Statements”), prepared for ProAir Holdco, LLC, ProAir Intermediate Holdco, LLC, ProAir, LLC, American Cooling Technology, LLC, Bus Air, LLC and Evans Tempcon Delaware, LLC (collectively, the “Debtors”), who commenced their chapter 7 cases on November 16, 2022 (the “Petition”).

GENERAL NOTES

1. Sources and Limitations on Information Available to the Debtors. The Debtors have relied upon information received, either directly or indirectly from parties to prepare the Schedules and Statements and may not be able to independently verify the information set forth in the Schedules and Statements outside the reliance on those parties. As a result, inadvertent errors or omissions (either partial or complete) may exist in the Schedules and Statements, which could be material. Subsequent receipt and/or verification of information may result in material changes in financial data requiring amendment of the Schedules and Statements. Accordingly, the Schedules and Statements remain subject to further review and verification by the Debtors/Trustee and are subject to the limited availability of information to which the Debtors have access.
2. General Reservation of Rights; No Waiver. The Debtors and their estates reserve all of their rights with respect to any claims, defenses (including rights of offset and recoupment), and causes of action that they may have, and neither these Notes nor the Schedules and Statements shall in any way waive, prejudice, impair, or otherwise affect the assertion of such claims, defenses (including rights of offset and recoupment), and causes of action. The Debtors reserve the right to dispute, or to assert offsets or defenses to, including by an

amendment to the Schedules, any claim reflected on the Schedules as to amount, liability, priority, secured or unsecured status, classification, or the characterization of the structure of any transaction or any document or instrument related to a creditor's claim. Without limiting the foregoing, the inclusion on Schedule D of creditors that have asserted liens of any nature is not intended to be an acknowledgement of the validity, extent, or priority of any such liens, and the Debtors reserve their right to challenge such liens and the underlying claims on any ground whatsoever. In addition, the relative priority of any creditors listed on Schedule D remains subject to the intercreditor relationships in the governing documents. The failure to include any asset, executory contract or unexpired lease in the Schedules and Statements shall not be construed as an abandonment, waiver or relinquishment of the same.

Fill in this information to identify the case:

Debtor name ProAir Holdco, LLC

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): 22-11194 (LSS)

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy 04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☒ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From 01/01/2022 to Filing date
MM / DD / YYYY

☒ Operating a business
☐ Other _____

\$ 0.00

For prior year:

From 01/01/2021 to 12/31/2021
MM / DD / YYYY MM / DD / YYYY

☒ Operating a business
☐ Other _____

\$ 0.00

For the year before that:

From 01/01/2020 to 12/31/2020
MM / DD / YYYY MM / DD / YYYY

☒ Operating a business
☐ Other _____

\$ 0.00

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:

From _____ to Filing date
MM / DD / YYYY

_____ \$ _____

For prior year:

From _____ to _____
MM / DD / YYYY MM / DD / YYYY

_____ \$ _____

For the year before that:

From _____ to _____
MM / DD / YYYY MM / DD / YYYY

_____ \$ _____

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. Creditor's name _____ Street _____ City State ZIP Code	_____ _____ _____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
3.2. Creditor's name _____ Street _____ City State ZIP Code	_____ _____ _____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. Insider's name _____ Street _____ City State ZIP Code	_____ _____ _____	\$ _____	_____
Relationship to debtor _____			
4.2. Insider's name _____ Street _____ City State ZIP Code	_____ _____ _____	\$ _____	_____
Relationship to debtor _____			

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

	Creditor's name and address	Description of the property	Date	Value of property
5.1.				
	Creditor's name			\$
	Street			
	City	State	ZIP Code	
5.2.				
	Creditor's name			\$
	Street			
	City	State	ZIP Code	

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
			\$
Creditor's name			
Street			
City	State	ZIP Code	
Last 4 digits of account number: XXXX- _ _ _ _			

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☒ None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1.			<input type="checkbox"/> Pending
		Name	<input type="checkbox"/> On appeal
Case number		Street	<input type="checkbox"/> Concluded
		City	
		State	
		ZIP Code	
Case title		Court or agency's name and address	<input type="checkbox"/> Pending
7.2.			<input type="checkbox"/> On appeal
		Name	<input type="checkbox"/> Concluded
Case number		Street	
		City	
		State	
		ZIP Code	

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
<hr/>	<hr/>	\$ <hr/>
Custodian's name <hr/>	<hr/>	<hr/>
Street <hr/>	Case title <hr/>	Court name and address <hr/>
<hr/>	<hr/>	<hr/>
City <hr/>	Case number <hr/>	Name <hr/>
State <hr/>	<hr/>	Street <hr/>
ZIP Code <hr/>	<hr/>	<hr/>
<hr/>	Date of order or assignment <hr/>	<hr/>
<hr/>	<hr/>	City <hr/>
<hr/>	<hr/>	State <hr/>
<hr/>	<hr/>	ZIP Code <hr/>

Part 4: Certain Gifts and Charitable Contributions**9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000**☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. <hr/>	<hr/>	<hr/>	\$ <hr/>
Recipient's name <hr/>	<hr/>	<hr/>	<hr/>
Street <hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>
City <hr/>	<hr/>	<hr/>	<hr/>
State <hr/>	<hr/>	<hr/>	<hr/>
ZIP Code <hr/>	<hr/>	<hr/>	<hr/>
Recipient's relationship to debtor <hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>
9.2. <hr/>	<hr/>	<hr/>	\$ <hr/>
Recipient's name <hr/>	<hr/>	<hr/>	<hr/>
Street <hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>
City <hr/>	<hr/>	<hr/>	<hr/>
State <hr/>	<hr/>	<hr/>	<hr/>
ZIP Code <hr/>	<hr/>	<hr/>	<hr/>
Recipient's relationship to debtor <hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.**☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost
<hr/>	<hr/>	<hr/>	\$ <hr/>
<hr/>	<hr/>	<hr/>	<hr/>

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☒ None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
--	---	-------	-----------------------

11.1.

Address			\$
----------------	--	--	----

Street

City State ZIP Code

Email or website address**Who made the payment, if not debtor?**

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
--	---	-------	-----------------------

11.2.

Address			\$
----------------	--	--	----

Street

City State ZIP Code

Email or website address**Who made the payment, if not debtor?****12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
-------------------------	-----------------------------------	---------------------------	-----------------------

			\$
--	--	--	----

Trustee

13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. _____	_____	_____	\$ _____
Address			

Street _____			

City _____ State _____ ZIP Code _____			
Relationship to debtor			

Who received transfer?			

Address			

Street _____			

City _____ State _____ ZIP Code _____			
Relationship to debtor			

Part 7: Previous Locations**14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy	
	From	To
14.1. _____	_____	_____
Street _____		

City _____ State _____ ZIP Code _____		
14.2. _____	_____	_____
Street _____		

City _____ State _____ ZIP Code _____		

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
15.1. Facility name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ Location where patient records are maintained (if different from facility address). If electronic, identify any service provider. _____ _____ _____	_____ How are records kept? Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper
15.2. Facility name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ Location where patient records are maintained (if different from facility address). If electronic, identify any service provider. _____ _____ _____	_____ How are records kept? Check all that apply: <input type="checkbox"/> Electronically <input type="checkbox"/> Paper

Part 9: Personally Identifiable Information**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☒ No.
- ☐ Yes. State the nature of the information collected and retained. _____
- Does the debtor have a privacy policy about that information?
- ☐ No
- ☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
- Yes. Does the debtor serve as plan administrator?
- ☐ No. Go to Part 10.
- ☐ Yes. Fill in below:

Name of plan	Employer identification number of the plan
_____	EIN: _____ - _____

Has the plan been terminated?

- ☐ No
- ☐ Yes

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	<div>Name</div> <div>Street</div> <div>City State ZIP Code</div>	XXXX- _____	<div><input type="checkbox"/> Checking</div> <div><input type="checkbox"/> Savings</div> <div><input type="checkbox"/> Money market</div> <div><input type="checkbox"/> Brokerage</div> <div><input type="checkbox"/> Other _____</div>	_____	\$ _____
18.2.	<div>Name</div> <div>Street</div> <div>City State ZIP Code</div>	XXXX- _____	<div><input type="checkbox"/> Checking</div> <div><input type="checkbox"/> Savings</div> <div><input type="checkbox"/> Money market</div> <div><input type="checkbox"/> Brokerage</div> <div><input type="checkbox"/> Other _____</div>	_____	\$ _____

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
<div>Name</div> <div>Street</div> <div>City State ZIP Code</div>	<div>_____</div> <div>_____</div>	<div>_____</div> <div>_____</div>	<div><input type="checkbox"/> No</div> <div><input type="checkbox"/> Yes</div>
Address			

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
<div>Name</div> <div>Street</div> <div>City State ZIP Code</div>	<div>_____</div> <div>_____</div>	<div>_____</div> <div>_____</div>	<div><input type="checkbox"/> No</div> <div><input type="checkbox"/> Yes</div>
Address			

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's name and address	Location of the property	Description of the property	Value
Name			\$ _____
Street			
City	State	ZIP Code	

Part 12: Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No
☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
Case number	Name		<input type="checkbox"/> Pending
	Street		<input type="checkbox"/> On appeal
			<input type="checkbox"/> Concluded
	City	State	ZIP Code

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City	State	ZIP Code	City

24. **Has the debtor notified any governmental unit of any release of hazardous material?**

- ☒ No
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		

Part 13: Details About the Debtor's Business or Connections to Any Business

25. **Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☒ None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. Name		EIN: _____ - _____ Dates business existed From _____ To _____
Street		
City State ZIP Code		
25.2. Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
Name		EIN: _____ - _____ Dates business existed From _____ To _____
Street		
City State ZIP Code		
25.3. Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
Name		EIN: _____ - _____ Dates business existed From _____ To _____
Street		
City State ZIP Code		

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Dates of service
26a.1. <u>See Statement Attachment 26a.</u> Name Street City State ZIP Code	From _____ To _____

Name and address	Dates of service
26a.2. _____ Name Street City State ZIP Code	From _____ To _____

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Dates of service
26b.1. <u>RSM US LLP</u> Name <u>130 S. Main Street</u> Street <u>Suite 200</u> <u>South Bend</u> <u>IN</u> <u>46601</u> City State ZIP Code	From <u>04/12/16</u> To <u>11/01/16</u>

Name and address	Dates of service
26b.2. _____ Name Street City State ZIP Code	From _____ To _____

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. <u>See Statement Attachment 26c</u> Name Street City State ZIP Code	

Name and address**If any books of account and records are unavailable, explain why**

26c.2.

Name

Street

City

State

ZIP Code

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None**Name and address**

26d.1.

Berkshire Bank

Name

One Van de Graff Drive

Street

Suite 202

Burlington

MA

01803

City

State

ZIP Code

Name and address

26d.2.

Name

Street

City

State

ZIP Code

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.**Name of the person who supervised the taking of the inventory****Date of inventory****The dollar amount and basis (cost, market, or other basis) of each inventory**

\$ _____

Name and address of the person who has possession of inventory records

27.1.

Name

Street

City

State

ZIP Code

Name of the person who supervised the taking of the inventory

Date of
inventoryThe dollar amount and basis (cost, market, or
other basis) of each inventory

\$ _____

Name and address of the person who has possession of inventory records

27.2.

Name _____

Street _____

City _____

State _____

ZIP Code _____

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
<u>Micahel Pizette</u>	<u>SLR Credit Solutions, 2 International Place, Boston, MA 02110</u>	<u>Board of Directors, ProAir Holdco, LLC</u>	<u> </u>
<u>Patrick Shafer</u>	<u>BC Partners Advisors LP, 650 Madison Ave., 23rd Floor, New York, NY 10022</u>	<u>Board of Directors, ProAir Holdco, LLC</u>	<u> </u>
<u>William Karol</u>	<u>Koda Enterprises Group, 51 Sawyer Rd, Suite 420, Waltham, MA 02453</u>	<u>Board of Directors, ProAir Holdco, LLC / Member ProAir Holdco, LLC</u>	<u>0.82%</u>
<u>William Karol Family Trust</u>	<u>Koda Enterprises Group, 51 Sawyer Rd, Suite 420, Waltham, MA 02453</u>	<u>Member ProAir Holdco, LLC</u>	<u>16.54%</u>
<u>SLR Credit Solutions</u>	<u>2 International Place, Boston, MA 02110</u>	<u>Member ProAir Holdco, LLC</u>	<u>43.35%</u>
<u>BC Partners Advisors, LLP</u>	<u>650 Madison Ave., 23rd Floor, New York, NY 10022</u>	<u>Member ProAir Holdco, LLC</u>	<u>39.29%</u>
<u>Matthew Scheuler</u>	<u>2900 County Road 6 West, Elkhart, IN 46514</u>	<u>Chief Ececutive Officer</u>	<u> </u>
<u>Todd Courts</u>	<u>2900 County Road 6 West, Elkhart, IN 46514</u>	<u>Chief Financial Officer</u>	<u> </u>

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
<u>Janice Hodson</u>	<u>51 Sawyer Rd, Suite 420, Waltham, MA 02453</u>	<u>Treasurer, ProAir Holdings Corporation</u>	<u>From 09/11/02 To 02/11/22</u>
<u>James Peden</u>	<u>51 Sawyer Rd, Suite 420, Waltham, MA 02453</u>	<u>Vice President, ProAir Holdings Corporation</u>	<u>From 09/11/02 To 02/11/22</u>
<u>William Leaver</u>	<u>51 Sawyer Rd, Suite 420, Waltham, MA 02453</u>	<u>Secretary, ProAir Holdings Corporation</u>	<u>From 09/11/02 To 02/11/22</u>
_____	_____	_____	<u>From _____ To _____</u>

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☒ No
☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1. Name _____	_____	_____	_____
Street _____	_____	_____	_____
_____	_____	_____	_____
City _____ State _____ ZIP Code _____	_____	_____	_____
Relationship to debtor _____	_____	_____	_____
_____	_____	_____	_____

Debtor ProAir Holdco, LLC
Name

Case number (if known) 22-11194 (LSS)

Name and address of recipient

30.2.

Name

Street

City

State

ZIP Code

Relationship to debtor

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☐

No

☒

Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

ProAir Intermediate Holdco, LLC

EIN: 8 7 - 4 3 2 3 3 1

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒

No

☐

Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

EIN: _____ - _____

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/29/2022
MM / DD / YYYY

x

/s/ Todd Courts

Printed name Todd Courts

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Chief Financial Officer

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐

No

☒

Yes

In re ProAir Holdco, LLC
Case No. 22-11194 (LSS)
Statement Attachment 26a
Books, Records, and Financial Statements

Name	Address	Date of Service (from and to)
Todd Courts	2900 County Road 6 West, Elkhart, IN 46514	12/31/2018 to 11/1/2022
Rachel Baird	2900 County Road 6 West, Elkhart, IN 46514	10/28/2019 to 11/1/2022
Kristin Wilson	6630 East Highway 114, Haslet, TX 76052	4/5/2021 to 11/1/2022

In re ProAir Holdco, LLC
Case No. 22-11194 (LSS)
Statement Attachment 26c
Books, Records, and Financial Statements

Name	Address	If any books of account and records are unavailable, explain
Todd Courts	2900 County Road 6 West, Elkhart, IN 46514	
Rachel Baird	2900 County Road 6 West, Elkhart, IN 46514	
Kristin Wilson	6630 East Highway 114, Haslet, TX 76052	